

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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LIGHTBOX VENTURES, LLC,

Plaintiff,

-against-

3RD HOME LIMITED and WADE SHEALY,

Defendants.
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16-cv-02379 (DLC)

AFFIDAVIT OF JILL ELLNER

3RD HOME LIMITED and WADE SHEALY,

*Counterclaim Plaintiffs and
Third-Party Plaintiffs,*

-against-

ANDREW ELLNER,

Third-Party Defendant.
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STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

Jill Ellner, being duly sworn, deposes and says:

1. I make this affidavit in support of LightBox Ventures, L.L.C.
("LightBox") and Andrew Ellner.
2. I am an attorney licensed to practice in the States of New York and New Jersey since early 1985, although I am currently registered as retired from the practice of law in both states.

3. I received my B.S. from Cornell University in 1980 and my J.D. from the Fordham School of Law in 1984.

4. Prior to consulting with LightBox regarding the joint venture which created 3rd Home Real Estate (the “JV”), I had worked primarily as an attorney with a focus on labor and employment law.

5. I obtained a real estate broker license in the State of New York on August 27, 2015, at my husband Andrew Ellner’s request, in order to perform real estate services for Lightbox and the JV. I have since renewed that license, which currently remains valid. The license cost \$155 and renewal costs an additional \$155. These costs are set by the State of New York and can be found here:

https://www.dos.ny.gov/licensing/fees_terms.html

6. I have been actively involved as a consultant for Lightbox since before the execution of the business agreement between the parties which created the JV (the “Agreement”).

7. My consulting work for Lightbox included assisting in the drafting of the Agreement, researching and creating forms for listing agreements and referral agreements and other documentation to prepare Lightbox for the real estate transactions which Lightbox anticipated would result from the JV.

8. From early 2015 through the fall of 2016, I spent over 250 hours working on a variety of issues, including those listed above, as a consultant for LightBox related to the business of the JV.

9. For example, in addition to my research and writing work, I participated in one in-person business meeting for the joint venture which included Defendant Wade

Shealy, another 3rd Home Ltd. manager (Steve Zacks) and my husband Andrew Ellner. I also participated in in a conference call training session for the use of the fully operational JV website. This conference call was arranged and attended by staff at 3rd Home and the technology company that Lightbox had paid to create the website just prior to our anticipated launching. Andrew Ellner and Susan Stein also participated on behalf of Lightbox.

10. Working as a consultant for Lightbox took an enormous amount of my time and effort and, until 3rd Home stopped honoring the JV's business agreement, was a business venture that I was extremely prepared for and excited to undertake.

11. In the course of my work consulting for Lightbox, and in the time since, I have witnessed and observed the Defendants' acting in bad faith including, but not limited to, failing to comply with the basic express terms of the Agreement by refusing to do the contractually required act of linking the JV website to the 3rd Home site after Lightbox had paid for the technology to be built and the website was ready to go; directly linking and promoting local real estate brokers to the 3rd Home site putting them in direct competition with the JV, in direct violation of the Agreement; and removing my husband and myself from the mailing list for emails which included the 3rd Home investor letter that we were supposed to receive and had previously received as shareholders in 3rd Home.

12. Defendants' failure to comply with the Agreement has been deeply
upsetting and devastating to me and has placed an extraordinary emotional and financial
hardship on my family and myself

Dated: New York, New York
February 26, 2018



Spoken to before me this
26 day of February 2018



Notary Public

MILUSKA RIOS
Notary Public - State of New York
No. 015408912001
Qualified in Westchester County
My Commission Expires 02/28/2020